

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
DELPHI CORPORATION, *et al.*, : Chapter 11
 : Case No. 05-44481 (RDD)
 :
Debtors. : Jointly Administered
 :
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**CONSENT ORDER WITHDRAWING ORDER TO SHOW
CAUSE ISSUED AGAINST AMR INDUSTRIES INC.**

This Court having entered an Order to Show Cause dated December 15, 2005 (the "Show Cause Order"), upon the motion of Delphi Corporation, *et al.* (the "Debtors"), directing AMR Industries Inc. (the "Supplier") to show cause at a hearing to be held on January 5, 2006 why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Debtors and Supplier absent payment on account of pre-petition goods sold by Supplier to the Debtors, and Supplier and the Debtors having settled the issues raised by the Show Cause Order, and the parties having agreed, *inter alia*, that Supplier shall: (i) return to the Debtors, on or before January 13, 2006, \$2,168.58 (the "Returned Amount") of the \$6,636.48 that the Debtors wired to Supplier on November 17, 2005, which wire transfer included payment on post-petition obligations and, by mistake, a \$2,168.58 payment on

pre-petition obligations owed to Supplier also and (ii) be granted an allowed unsecured claim in the Debtors' bankruptcy cases in the amount of the Returned Amount (the "Agreement"); it is hereby

ORDERED, that this matter is settled in accordance with, and pursuant to the terms of, the parties' Agreement as set forth herein; and it is further

ORDERED, that the Show Cause Order be, and it hereby is, withdrawn.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain
United States Bankruptcy Judge

Consent to the foregoing:

January 3, 2006

January 3, 2006

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

AMR INDUSTRIES INC.
By its attorneys,
EPSTEIN BECKER & GREEN, P.C.
By:

/s/ Neil Berger
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with permission
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